

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF RHODE ISLAND**

AMERICAN TRUCKING ASSOCIATIONS, INC.;	:	
CUMBERLAND FARMS, INC.; M&M	:	
TRANSPORT SERVICES, INC.; and NEW	:	
ENGLAND MOTOR FREIGHT, INC.,	:	
	:	C.A. No.: 18-cv-00378-WES-
Plaintiffs,	:	PAS
	:	
v.	:	
	:	
PETER ALVITI, JR., in his official capacity as	:	
Director of the Rhode Island Department of	:	
Transportation,	:	
	:	
Defendant.	:	

**DECLARATION OF KATHRYN G. O’CONNOR**

I, Kathryn G. O’Connor, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am Director of Tolling and Operations for the Rhode Island Turnpike and Bridge Authority (“RITBA”). I submit this declaration based on my personal knowledge and my review of RITBA’s business records.
  
2. Attached hereto as Exhibit A is a true and accurate copy of the RhodeWorks Toll Facilities E-Z Pass and Video Transaction Processing Support Agreement by and between the Rhode Island Department of Transportation and the Rhode Island Turnpike and Bridge Authority (the “Processing Support Agreement”).
  
3. Attached hereto as Exhibit B is a true and accurate copy of Amendment One to the Processing Support Agreement (“Amendment One”).
  
4. In addition to its obligations under the Processing Support Agreement, RITBA has been informed by the Rhode Island Department of Transportation (“RIDOT”) that RIDOT

intends to designate RITBA to issue past due toll invoices and to resolve disputes of tolls, fees, penalties and toll evasion pursuant to 290 R.I. Code R. 60-00-1 §§ 1.4 and 1.5.

5. In addition to the benefits identified in the Processing Support Agreement and Amendment One, by serving as the back office for processing E-Z Pass and video transactions, RITBA is gaining significant and valuable experience. That experience is both desirable and valuable to RITBA as it positions RITBA to potentially expand its services in the future and competitively bid on opportunities to operate a back office system for toll collection in other states.

6. In accordance with its obligations under the Processing Support Agreement, RITBA has made extensive changes to its back office system.

7. Over the course of the past year, RITBA has implemented a new and separate account management program for utilization with respect to the RhodeWorks bridge tolling program and has made hardware and infrastructure improvements, including the development, installation and deployment of new software and web based applications.

8. RITBA has also hired personnel to work exclusively on the RhodeWorks bridge tolling program.

9. RITBA currently has one full-time employee and two part-time employees who devote 100 percent of their workday to image review, invoicing, and account management for the RhodeWorks bridge tolling program. In addition, RITBA currently uses between four and six part-time equivalent RITBA employees to perform these functions on an as-needed basis, which is determined according to the volume of RhodeWorks-related transactions requiring processing.

10. In addition, over the course of the past year and, most heavily, between April 2018 and June 2018, two full-time RITBA employees – myself and RITBA’s Manager of Tolling and Operations – have devoted approximately 50 percent of our time to the RhodeWorks bridge tolling program. This time otherwise would have been spent on other RITBA projects.

11. Without the benefits afforded by the Processing Support Agreement, including reimbursement on an annual basis for certain reoccurring expenses, RITBA would need to unwind all of the processes it has put in place to properly support the RhodeWorks bridge tolling program, including the installation and use of its new and separate account management program and associated software and other infrastructure. It also would need to implement organizational change, which would include restructuring and/or reassignments.

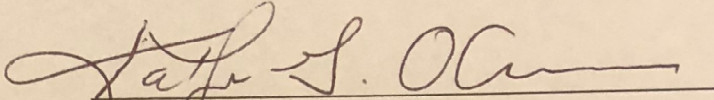
12. More than 80 percent of the tolls collected to date through the RhodeWorks bridge tolling program have been collected through an E-Z Pass transponder.

13. When a toll is collected through an E-Z Pass transponder, the E-Z Pass account holder’s statement identifies, among other things, the following information: Agency, Entry Plaza, Entry Time, Exit Plaza, Exit Time, Amount and Balance. All tolls collected through the RhodeWorks bridge tolling program identify RITBA (the toll collector) as the “Agency” on the E-Z Pass account holder’s statement.

14. In accordance with its obligations under the Processing Support Agreement, RITBA transfers revenue it receives from the collection of tolls to RIDOT on a monthly basis.

15. If there were ever a requirement or order to refund the tolls collected, the revenue collected after the date of the last monthly transfer to RIDOT and before the next monthly transfer to RIDOT would remain in RITBA’s account and would need to be refunded by RITBA. At a minimum, RITBA would incur time and expense issuing such refunds.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

  
Kathryn G. O'Connor

Executed this 26th day of July 2018 in Boston, MA.

**Certificate of Service**

I hereby certify that on July 27, 2018, I filed the within through the ECF system and that notice will be sent electronically to all counsel who are registered participants identified on the mailing information for Case No. 18-378.

/s/ John A. Tarantino